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CERTINAS
NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
9000 BALKWILL ROAD
BUCKVILLE, MD 20850

Michael S. Emen
Senior Vice President
Listing Qualifications

By Facsimile and First Class Mail

November 14, 2006

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on November, 8, 2006, The Nasdaq Stock Market (the "Exchange") received from Citizens Holding Company (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$.20 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Gary Fink

RECD S.E.C.

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